

RECORDATION NO. 22367-A FILED

SEP 1 '99

11-43 AM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 1, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 31, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 22367.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank Austria Creditanstalt Holding Corporation  
2 Greenwich Plaza  
Greenwich, Connecticut 06830

Lessee: Northern Indiana Public Service Company  
5264 Holman Avenue  
Hammond, Indiana 46320

A description of the railroad equipment covered by the enclosed document is:

one hundred twenty (120) railcars bearing NORX reporting marks  
and road numbers 6120 through 6239, inclusive

Mr. Vernon A. Williams  
September 1, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SEP 1 1999

11-43 AM

# **MEMORANDUM OF LEASE AGREEMENT**

This Memorandum of Lease Agreement is made and entered into as of August 31, 1999, by and between BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION (hereinafter referred to as "Lessor") and NORTHERN INDIANA PUBLIC SERVICE COMPANY (hereinafter referred to as "Lessee"), respecting that certain Railcar Equipment Lease, dated as of August 27, 1999 (the "Lease"), and the Rider 2 thereto, dated August 31, 1999 ("Rider 2"), between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 2, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor one hundred twenty (120) Aluminum BethGon Coalporter railcars bearing NORX reporting marks within the series 6120-6239 inclusive (the "Railcars").

2. The term of the Lease for any Railcar under Rider 2 shall commence on August 31, 1999 and shall terminate on September 1, 2009, provided that the Lease may be sooner terminated as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 2 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 2, the provisions of the Lease or Rider 2, as the case may be, shall control.


IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

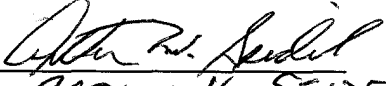
LESSEE:

BANK AUSTRIA CREDITANSTALT  
HOLDINGS CORPORATION

NORTHERN INDIANA PUBLIC  
SERVICE COMPANY

By:   
Name: M. Roy Gosse  
Title: Vice President

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By:   
Name: ARDENA H. SEIDEL  
Title: VICE PRES.

STATE OF CONNECTICUT            )  
  )  
COUNTY OF Fairfield            )       SS:

On this \_\_\_\_ of \_\_\_\_\_, 1999, before me personally appeared Roy Brown and Arthur Seidel, to me personally known, who being duly sworn, says that he is a Director of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia A. LaVersa  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

**VIRGINIA A. LAVERSA**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES JAN. 31, 2001

STATE OF INDIANA                )  
  )  
COUNTY OF \_\_\_\_\_        )       SS:

On this \_\_\_\_ of August , 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is an \_\_\_\_\_ of NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

BANK AUSTRIA CREDITANSTALT  
HOLDINGS CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LESSEE:

NORTHERN INDIANA PUBLIC  
SERVICE COMPANY

By:  \_\_\_\_\_

Name: J. L. Godwin

Title: Vice President/General  
Manager, Electric Supply

STATE OF CONNECTICUT            )  
  )  
COUNTY OF \_\_\_\_\_ )       SS:

On this \_\_\_\_ of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is a \_\_\_\_\_ of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

STATE OF INDIANA                )  
  )  
COUNTY OF Lake )       SS:

On this 27<sup>th</sup> of August, 1999, before me personally appeared J. L. Godwin, to me personally known, who being duly sworn, says that he is an officer of NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie A. Shea  
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 2/14/07